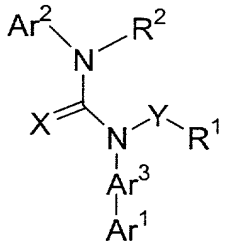
WHAT IS CLAIMED:

1. A compound of the formula:



or a pharmaceutically acceptable addition salt and/or hydrate thereof, or where applicable, a geometric or optical isomer or racemic mixture thereof;

wherein

Ar^1 is an aryl or heteroaryl group,

Ar^2 is an aryl, heteroaryl or aralkyl group or Ar^1 and Ar^2 together form a fluorene, substituted fluorene or fluorenone group with the proviso that Ar^3 must be arylene;

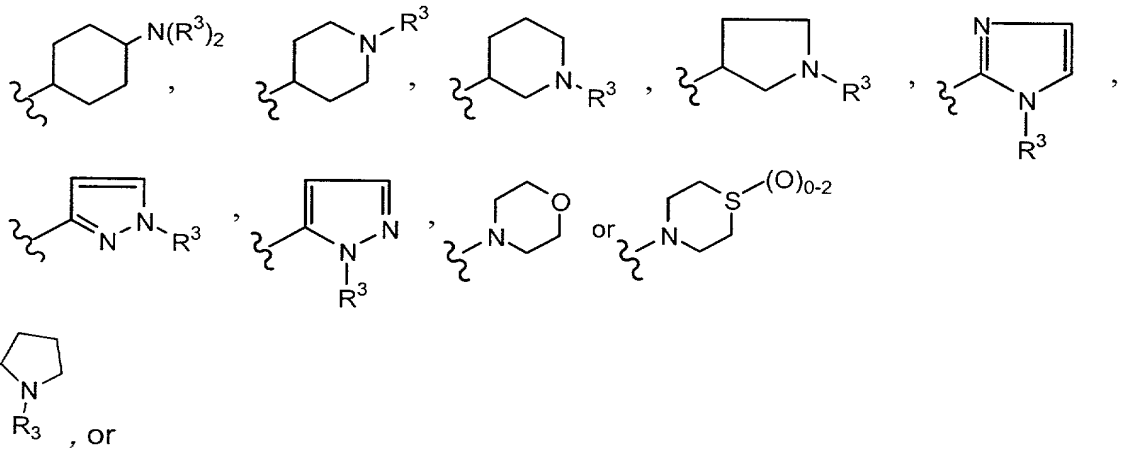
Ar^3 is an arylene or heteroarylene group;

said Ar^1, Ar^2 and Ar^3 groups possessing 0 to 3 substituents independently selected from the group consisting of -(C_1-C_6)alkyl, -(C_3-C_7)cycloalkyl, halo, -CN, -(C_1-C_6)alkoxy, $-CF_3$, $-OCF_3$, $-CONH_2$, -CONH(C_1-C_6)alkyl, -CON(C_1-C_6)alkyl (C_1-C_6)alkyl, -NH_2, -NH C(O)(C_1-C_6)alkyl, -$NHSO_2$(C_1-C_6)alkyl, -S(C_1-C_6)alkyl, -SO(C_1-C_6)alkyl, -SO_2(C_1-C_6)alkyl, methylenedioxy and NO_2;

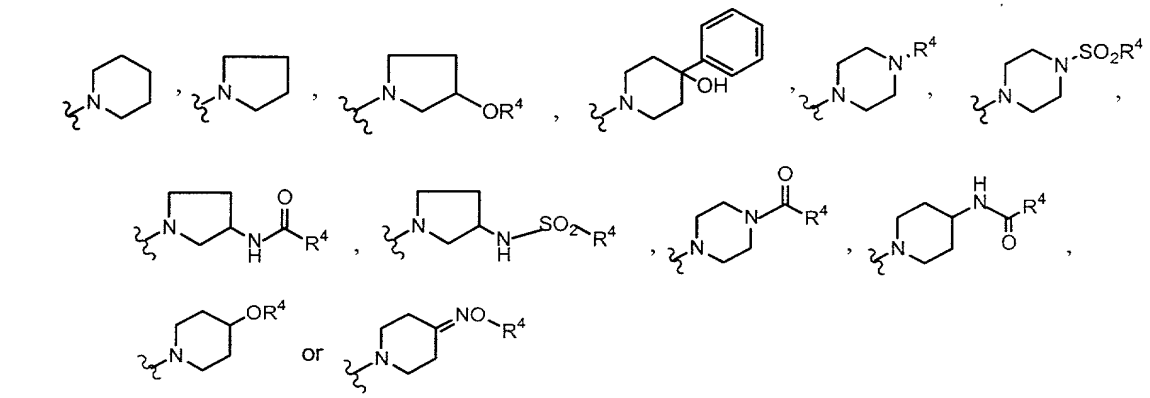
X is O, S or N-CN;

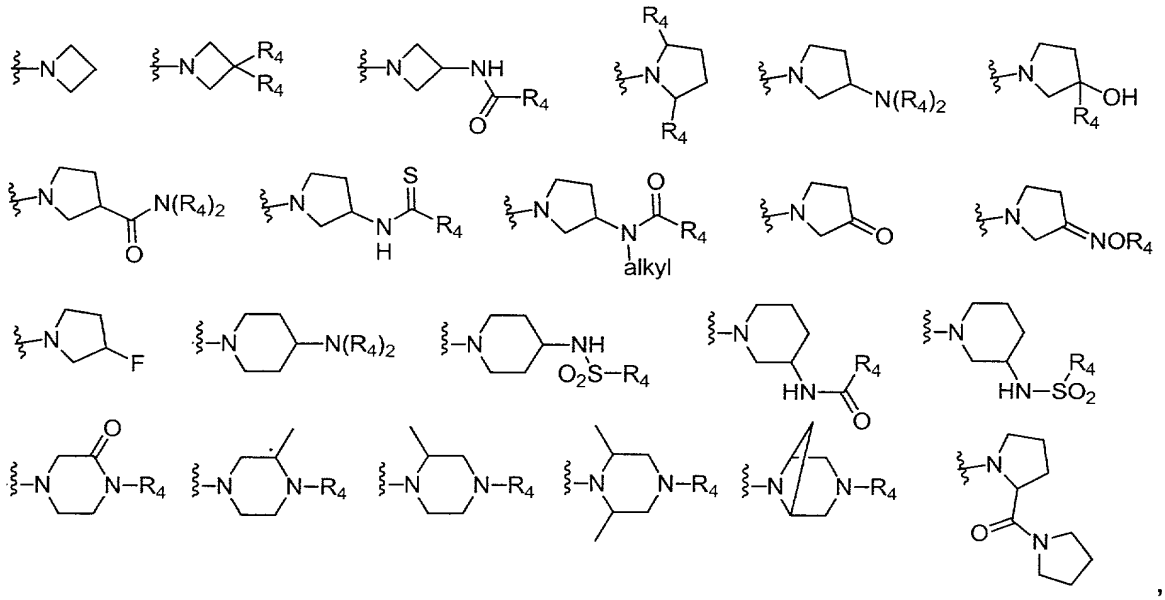
Y is a single bond or a -(C_1-C_4)alkylene- group;

R^1 is thiazole, aryl or heteroaryl; or



, or





,or

R^1 is $-N(R^5)_2$, $-NHC(O)(C_2\text{-}C_3)$alkylene $N(R^5)_2$; $-C(O)NH(C_2\text{-}C_3)$alkylene $N(R^5)_2$; $C(O)N(Me)(C_2\text{-}C_3)$alkyleneN$(R^5)_2$, $-C(OH)(C_1\text{-}C_2)$alkyleneN$(R^5)_2$, $-N(Me)(C_2\text{-}C_3)$alkyleneN$(R^5)_2$, $-NH(C_2\text{-}C_3)$alkyleneC$(O)R^5$, $-N(Me)(C_2\text{-}C_3)$alkyleneN$(Me)SO_2(R^5)$ or $-N(Me)(C_2\text{-}C_3)$alkyleneC$(O)N(R^5)_2$;

R^2 is H or $-(C_1\text{-}C_6)$alkyl.

R^3 is independently H, or nonsubstituted or halosubstituted $-(C_1\text{-}C_6)$alkyl, $-(C_3\text{-}C_7)$cycloalkyl, $-(C_3\text{-}C_7)$cycloalkyl$(C_1\text{-}C_6)$alkyl, $-(C_1\text{-}C_6)$alkoxy, $-(C_1\text{-}C_6)$alkoxy $(C_1\text{-}C_6)$alkylene, aryl, -aralkyl or -heteroaralkyl; or

R^4 is H, nonsubstituted or halosubstituted -(C_1-C_6)alkyl, -NH(C_1-C_6)alkyl, -NHaryl, aryl; or alkoxy or hydroxy substituted alkyl, and

R^5 is independently H, or nonsubstituted or halosubstituted -(C_1-C_6)alkyl, -(C_3-C_7)cycloalkyl, -(C_3-C_7)cycloalkyl(C_1-C_6)alkyl, aryl, -aralkyl, -heteroaralkyl, -(C_1-C_6)alkoxy or (C_1-C_6)alkylene(C_1-C_6)alkoxy.

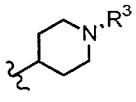
2. A compound as defined in Claim 1;

or a pharmaceutically acceptable addition salt and or hydrate thereof, or where applicable, a geometric or optical isomer or racemic mixture thereof;

wherein

Ar^1 and Ar^2 are independently phenyl or pyridyl,

Ar^3 is 1, 4-arylene,

R^1 is  in which R^3 is -(C_1-C_6)alkyl, -(C_3-C_7)cycloalkylmethyl, (C_1-C_6)alkoxy- or (C_1-C_6)alkoxy(C_1-C_6)alkylene-,

R^2 is H,

X is O; and

Y is a single bond or -(C_1-C_3)alkylene.

3. A compound as defined in Claim 1

Or a pharmaceutically acceptable addition salt and/or hydrate thereof, or where applicable, a geometric or optical isomer or racemic mixture thereof;

wherein

Ar^1 and Ar^2 are independently phenyl or pyridyl,

Ar^3 is 1,4-arylene,

R^1 is $-N(R^5)_2$ or $-C(O)NH(C_2\text{-}C_3)$alkylene $N(R^5)_2$ in which each R^5 is independently H, $-(C_1\text{-}C_6)$alkyl, $-ar(C_1\text{-}C_6)$alkyl, heteroaryl, heteroarylalkyl, halo-substituted $-(C_1\text{-}C_6)$alkyl, $-(C_3\text{-}C_7)$cycloalkyl,

X is O; and

Y is $-(C_2\text{-}C_3)$alkylene.

4. A compound as defined in Claim 1

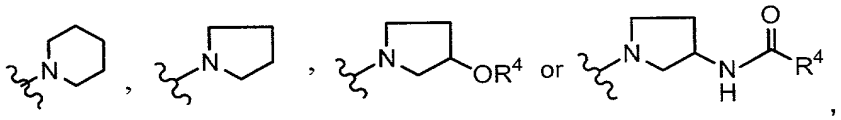
Or a pharmaceutically acceptable addition salt and/or hydrate thereof, or where applicable, a geometric or optical isomer or racemic mixture thereof;

wherein

Ar^1 and Ar^2 are independently phenyl or pyridyl,

Ar^3 is 1,4-arylene,

R^1 is selected from



X is O; and

Y is $-(C_2\text{-}C_3)$alkylene.

5. A compound as defined in Claim 2

or a pharmaceutically acceptable addition salt and/or hydrate thereof, or where applicable, a geometric or optical isomer or racemic mixture thereof;

wherein

Ar^1 is 3-substituted phenyl or pyridyl,

Ar^2 is halo-substituted or CF_3-substituted phenyl or pyridyl and

R^3 is methyl, ethyl, propyl, $-CH_2CH_2CF_3$, cyclopentyl, cyclopropylmethyl or 3-methoxyethyl.

6. A compound as defined in Claim 5 wherein the 3-substituent on the phenyl or pyridyl is – CN, -OCF_3 or chloro.

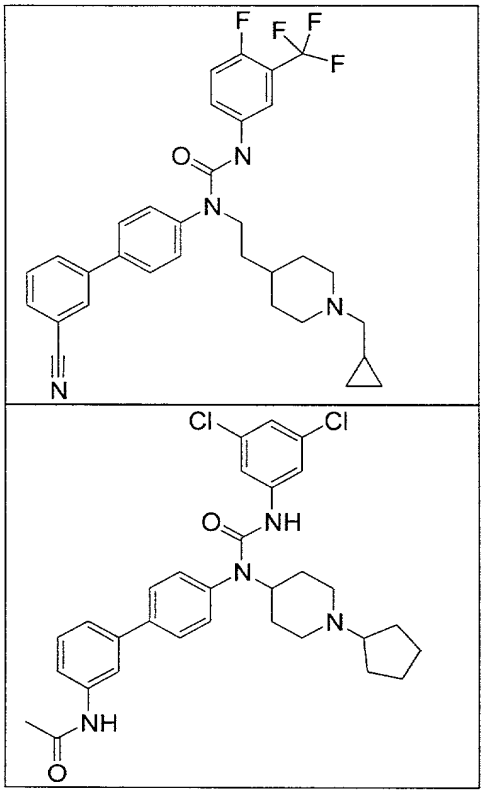
7 A compound as defined in Claim 3 wherein Ar^1 is 3-substituted phenyl or pyridyl, Ar^2 is halo-substituted or CF_3-substituted phenyl or pyridyl and R^5 is methyl, ethyl, propyl, -$CH_2CH_2CF_3$, cyclopentyl, cyclopropylmethyl or 3-methoxyethyl.

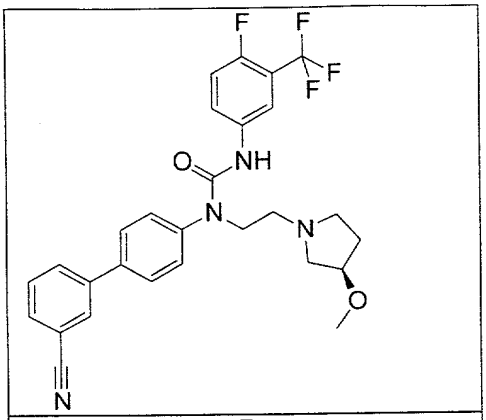
8. A compound as defined in Claim 7 wherein the 3- substituent on the phenyl or pyridyl is -CN, -OCF_3 or chloro.

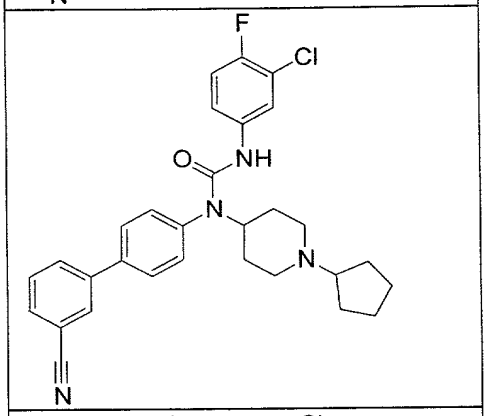
9. A compound as defined in Claim 4 wherein Ar^1 is 3-substituted phenyl or pyridyl, Ar^2 is halo-substituted or CF_3-substituted phenyl or pyridyl and R^5 is methyl, ethyl, propyl, -$CH_2CH_2CF_3$, cyclopentyl, cyclopropylmethyl or 3-methoxyethyl.

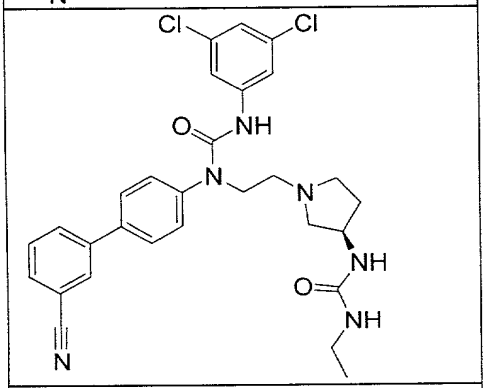
10. A compound as defined in Claim 9 wherein the 3- substituent on the phenyl or pyridyl is –CN, -OCF_3 or chloro.

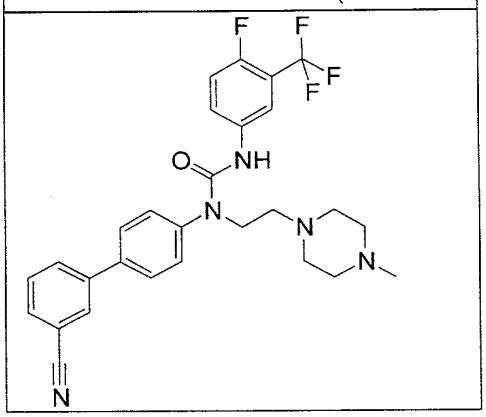
11. A compound as defined in Claim 1 selected from the group consisting of

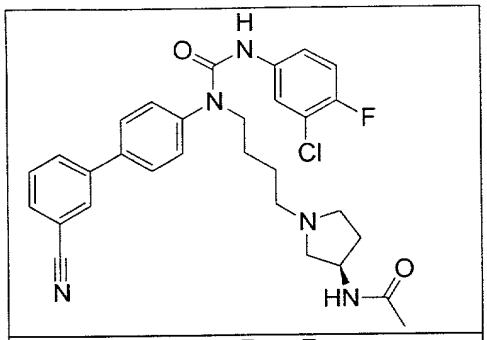


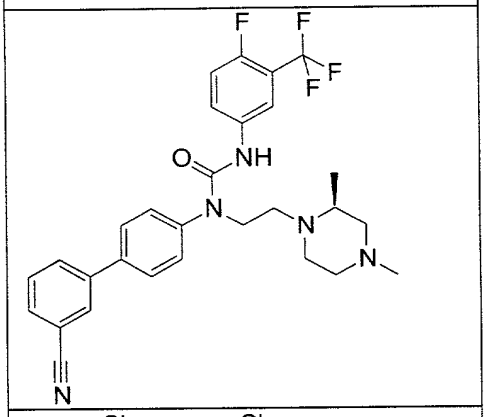


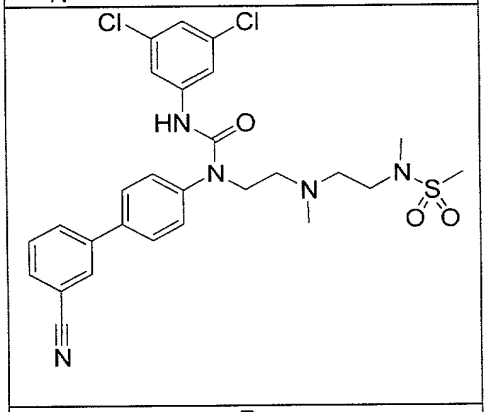


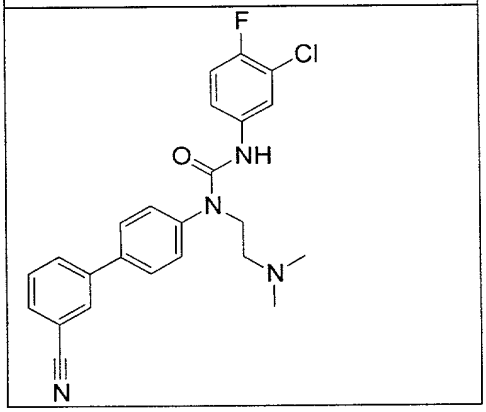


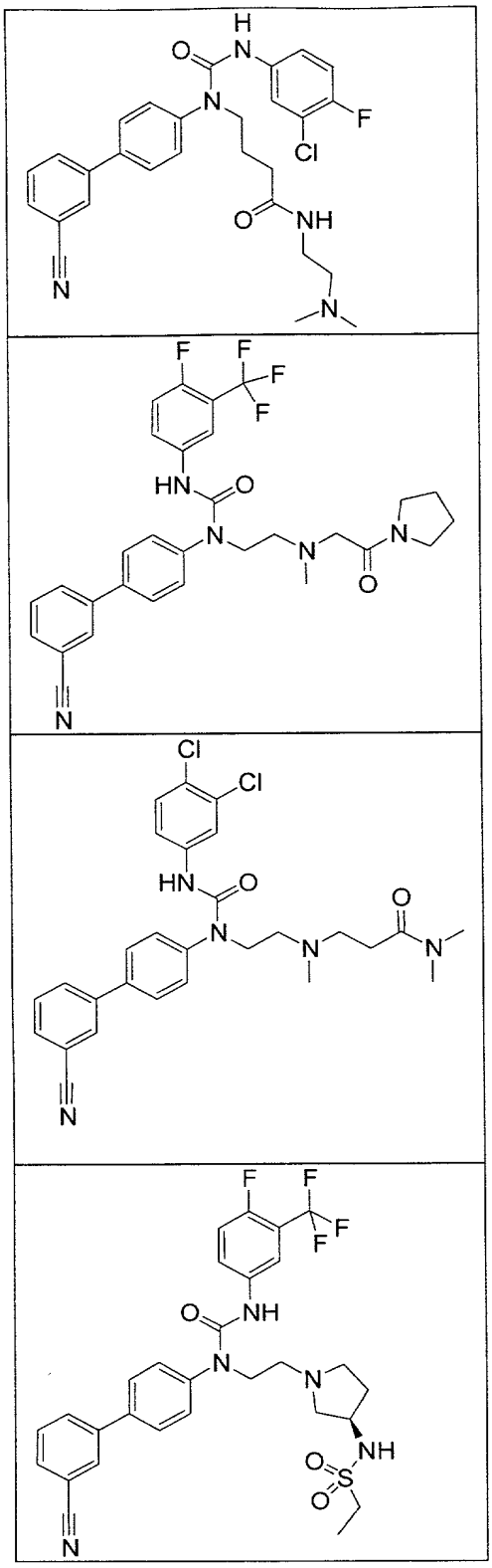


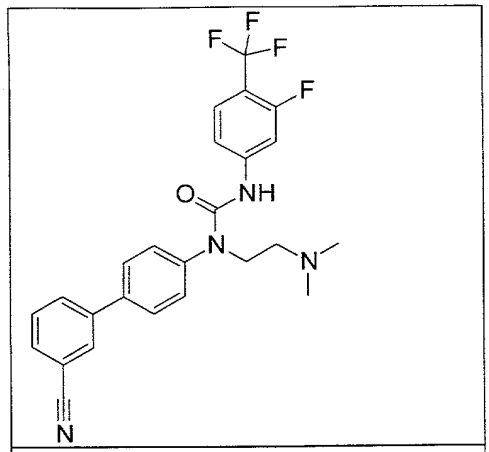


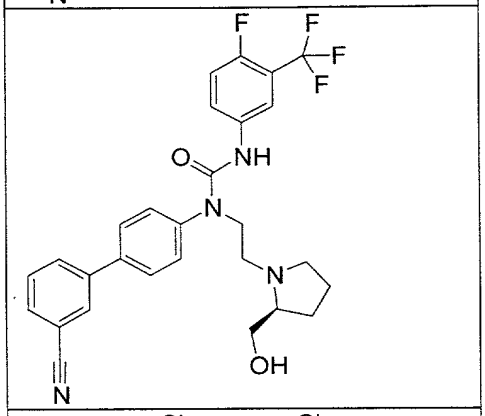


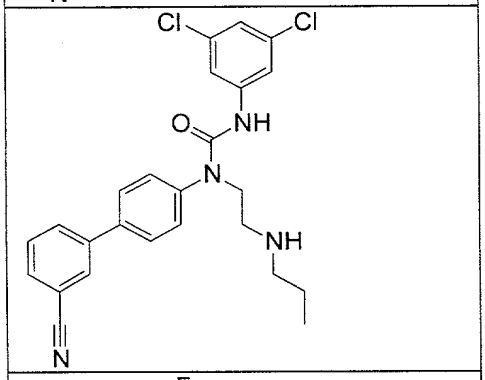


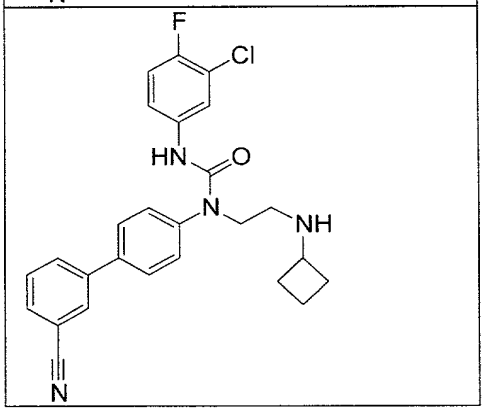


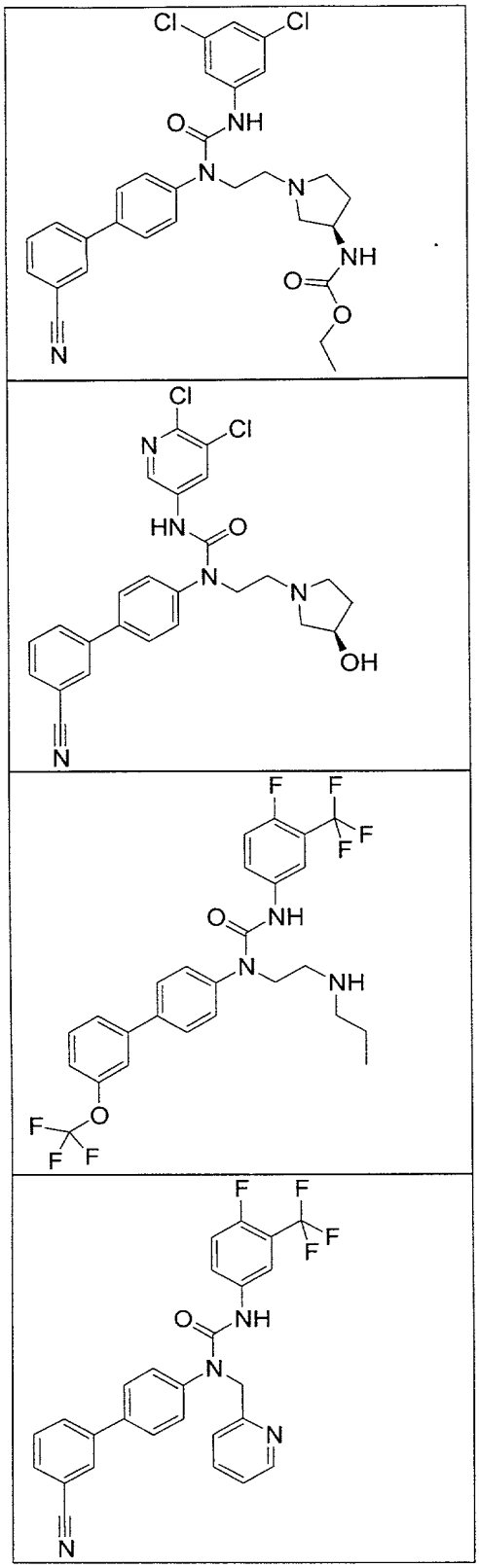


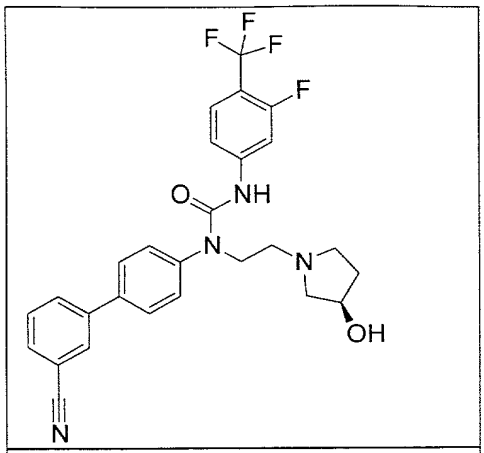


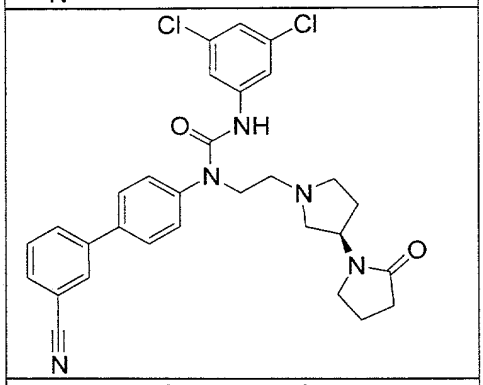


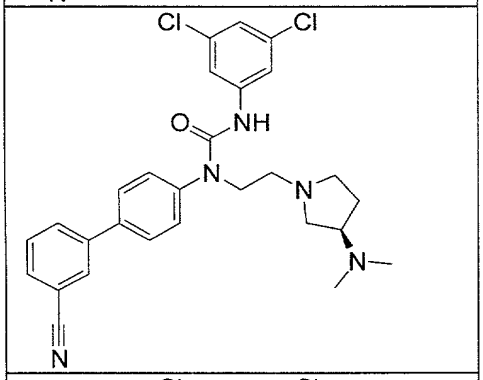


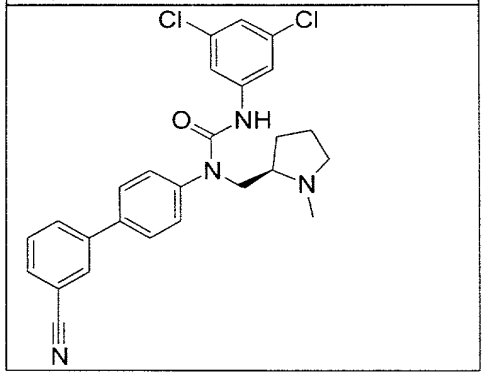


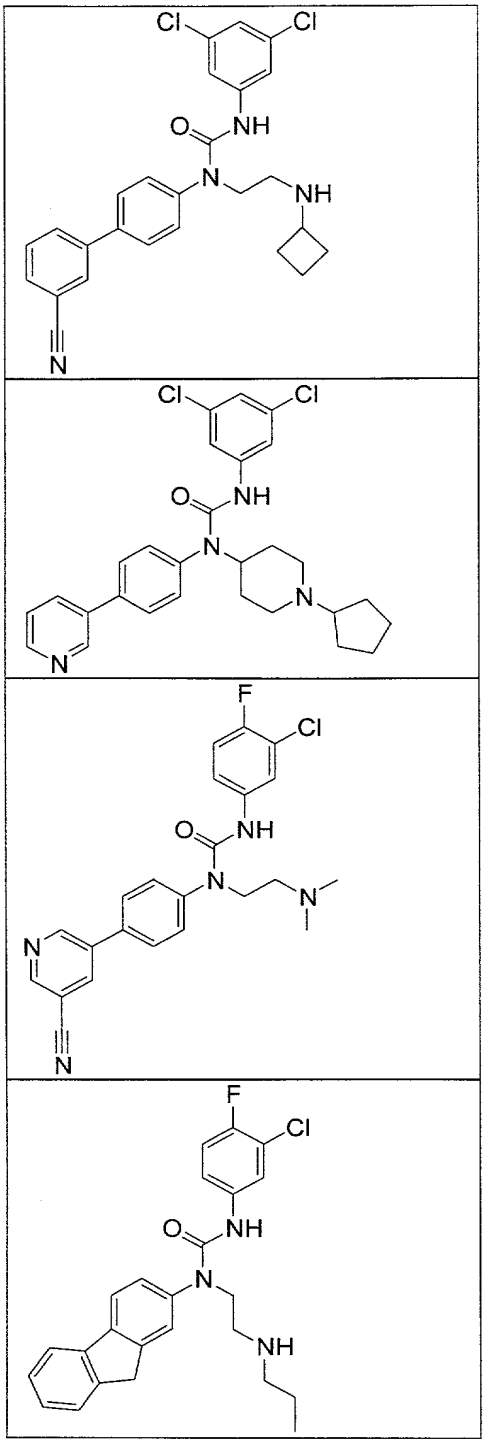








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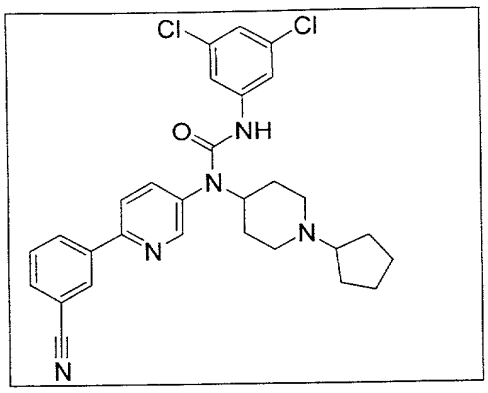

12. A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim 1 in combination with a pharmaceutically acceptable carrier.

13. A method of treating a metabolic disorder, eating disorder or diabetes in a subject in need thereof which comprises administering to said subject an effective amount of a compound as defined in claim 1.

14. A pharmaceutical composition which comprises an effective amount of a compound as defined in claim 1 and a pharmaceutically acceptable carrier thereof.

15 A method of treating eating disorders in a subject in need of such treatment which comprises administering to said subject a therapeutically effective amount of a compound of claim 1 or a pro-drug thereof or a pharmaceutically acceptable salt of said compound or of said pro-drug.

16. The method of claim 15 wherein said eating disorder is hyperphagia.

17. The method of claim 13 wherein said metabolic disorder is obesity.

18. A method of treating disorders associated with obesity in a subject in need of such treatment which comprises administering to said subject a therapeutically effective amount of a compound of claim 1 or a pro-drug thereof or a pharmaceutically acceptable salt of said compound or of said pro-drug.

19. The method of claim 18 wherein said disorders associated with obesity are type II diabetes, insulin resistance, hyperlipidemia and hypertension.

20. A pharmaceutical composition which comprises a therapeutically effective amount of a composition comprising

a first compound, said first compound being a compound of claim 1, a pro-drug thereof, or a pharmaceutically acceptable salt of said compound or of said pro-drug;

a second compound, said second compound being an antiobesity and/or anorectic agent such as a β_3 agonist, a thryomimetic agent, an anorectic agent or an NPY antagonist; and

a pharmaceutically acceptable carrier thereof.

21. A method of treating an eating disorder which comprises administering to a subject in need of such treatment

an amount of a first compound, said first compound being a compound of claim 1, a pro-drug thereof, or a pharmaceutically acceptable salt of said compound or of said pro-drug;

a second compound, said second compound being an antiobesity and/or anorectic agent such as a β_3 agonist, a thryomimetic agent, an anorectic agent or an NPY antagonist;

wherein the amounts of the first and second compounds result in a therapeutic effect.

22. A pharmaceutical composition which comprises a therapeutically effective amount of a composition comprising

a first compound, said first compound being a compound of claim 1, a pro-drug thereof, or a pharmaceutically acceptable salt of said compound or of said pro-drug;

a second compound, said second compound being an aldose reductase inhibitor, a glycogen phosphorylase inhibitor, a sorbitol dehydrogenase inhibitor, a

protein tyrosine phosphatase 1B inhibitor, a dipeptidyl protease inhibitor, insulin (including orally bioavailable insulin preparations), an insulin mimetic, metformin, acarbose, a PPAR-gamma ligand such as troglitazone, rosaglitazone, pioglitazone, or GW-1929, a sulfonylurea, glipazide, glyburide, or chlorpropamide; and a pharmaceutically acceptable carrier therefor.

23. A pharmaceutical composition made by combining the compound as defined in claim 1 and a pharmaceutically acceptable carrier therefor.

24. A process for making a pharmaceutical composition comprising combining a compound as defined in claim 1 and a pharmaceutically acceptable carrier.